

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:

Capital Trust Holdings, Inc.
(f/k/a First Mariner Bancorp)

Debtor

Case No: 14-11952-DER
(Chapter 11)

**CERTIFICATION OF PAUL H. DEUTCH OF RUST CONSULTING/OMNI
BANKRUPTCY WITH RESPECT TO SOLICITATION AND TABULATION OF
VOTES WITH RESPECT TO THE FIRST AMENDED CHAPTER 11 PLAN OF
LIQUIDATION OF CAPITAL TRUST HOLDINGS, INC. (F/K/A FIRST MARINER
BANCORP) PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

PAUL H. DEUTCH, being duly sworn, deposes and says under penalty of perjury as follows:

1. I am the Executive Managing Director of Rust Consulting/Omni Bankruptcy ("Rust/Omni"), the Court-appointed noticing, claims and balloting agent for the above-captioned debtor and debtor-in-possession (collectively, the "Debtor"). Pursuant to the Court's Order Authorizing the Retention of Rust Consulting/Omni Bankruptcy as Claims and Noticing Agent Under 28 U.S.C. § 156(c), entered on March 13, 2014, Rust/Omni has been retained to perform services in this case as noticing, claims and balloting agent. Such services include the solicitation and tabulation of votes to accept or reject the *First Amended Chapter 11 Plan of Liquidation of Capital Trust Holdings, Inc. (f/k/a First Mariner Bancorp)*, filed on October 16, 2014 (the "Plan"). I am authorized to submit this certification on behalf of Rust/Omni. Unless otherwise stated in this certification, I have personal knowledge of the facts hereinafter set forth, and if called as a witness, could and would testify completely thereto.

2. Unless the context indicates otherwise, capitalized terms used herein but not defined shall have the definitions set forth in the Plan.

3. Except for services rendered as the Debtor's noticing and claims agent, Rust/Omni has no relationship or affiliation with the Debtor and is not a creditor of the Debtor.

4. Rust/Omni has extensive experience in tabulating the ballots of creditors and interest holders with respect to chapter 11 plans.

5. Pursuant to the terms of the Order (I) Approving the Second Amended Disclosure Statement for the Debtor's First Amended Chapter 11 Plan, (II Establishing Procedures for Solicitation and Tabulation of Votes to Accept, Reject, or Abstain From the Plan, (III) Scheduling a Confirmation Hearing, (IV) Approving Procedures for Notice of the Confirmation Hearing and for Filing Objections to Confirmation of the Plan, and (V) Granting Related Relief, entered on October 21, 2014 (the "Solicitation Procedures Order"), the Debtor was instructed, with the assistance of Rust/Omni, to solicit and tabulate votes from holders of all claims entitled to vote on the Plan in accordance with specified voting procedures (the "Solicitation Procedures").

6. As specified in the Solicitation Procedures Order, the record date for purposes of the solicitation of votes (the "Voting Record Date") on the Plan was October 17, 2014. I supervised the solicitation and tabulation of votes performed by Rust/Omni on behalf of the Debtor in connection with the Plan pursuant to the Solicitation Procedures Order.

7. I certify that, in accordance with the Solicitation Procedures Order, each holder of a claim in Class 2 that was entitled to vote as of the Voting Record Date was mailed a Solicitation Package (as such term is defined in the Solicitation Procedures Order). See Certificate of Service, sworn to on October 22, 2014 [Docket No. 362], Supplemental Certificate

of Service, sworn to on October 29, 2014 [Docket No. 363], Second Supplemental Certificate of Service, sworn to on October 29, 2014 [Docket No. 364].

8. Pursuant to the Solicitations Procedures Order, all completed ballots were required to be mailed to Capital Trust Holdings Tabulation c/o Rust Consulting/Omni Bankruptcy, 5955 De Soto Avenue, Suite 100, Woodland Hills, CA 91367, which address was listed on the ballots, so as to be received by Rust Omni no later than 4:00 p.m. (Prevailing Eastern Time) on November 26, 2014 (the "Voting Deadline").

9. Ballots returned by mail, hand delivery or overnight courier, were received by Rust/Omni personnel at Rust/Omni's offices in Woodland Hills, California. Upon receipt of the envelopes containing ballots, Rust/Omni followed the following procedures:

- As ballots were received they were date-stamped and then opened. The ballots were then separated by those ballots that contained a unique ballot identifier as included by Rust/Omni in their preprinted ballots and by those ballots returned without such a ballot identifier.
- Each ballot was then reviewed and the key data was entered into balloting system including (a) the creditor's name, addresses (if modified), phone number (if provided), date received, class and claim amount; and (b) whether the creditor voted to accept or reject the Plan.
- After such data entry took place, two ballot entry specialists would work in tandem to review each original ballot and compare it with the data captured for such ballot, as reflected in Rust/Omni's computer database. Any errors detected in Rust/Omni's records would be corrected.
- In accordance with the Solicitation Procedures, disqualifying errors with respect to a ballot – for example, the failure of a ballot to be

signed or failure to indicate acceptance or rejection of the Plan – would be captured in Rust/Omni’s computer database.

- At the exact time of the Voting Deadline, a Rust/Omni supervisor or equivalent was in the lobby of Omni’s offices to collect any last-minute ballots, and to establish a clear cut-off for the acceptance of timely ballots.

10. During the solicitation period, Rust/Omni, including myself, were in communication with various voting parties (including various Master Ballot Agents and individual holders of Class 2 claims) to address any questions they had with respect to the voting process. In certain instances, Rust/Omni (after consultation with the Debtor) permitted reasonable accommodations that deviated from the Solicitation Procedures to encourage voting. For example, the Debtor agreed to accept a facsimile copy of the ballot where the creditor indicated that it could not reasonably submit the ballot by the Voting Deadline and to accept a late filed vote from another creditor.

11. All properly executed ballots received by Rust/Omni prior to the Voting Deadline (except where the Debtor extended the deadline) were tabulated in accordance with the process described above, and in accordance with the Solicitation Procedures and the Solicitation Procedures Order. Rust/Omni is in possession of each such ballot received, and copies of such ballots are available for review.

12. The following table summarizes the results of Rust Omni’s tabulation of such ballots:

Class 2 – General Unsecured Claims		Result
Ballots Received	37 votes accepted the Plan. 0 votes rejected the Plan.	Accept

Acceptance	100% in number of voted claims accepted the Plan 100% (\$15,292,419) in dollar amount of voted claims accepted the Plan	
Rejection	0.00% in number of voted claims rejected the Plan 0.00% (\$0.00) in dollar amount of voted claims rejected the Plan	
Abstention	0.00% in number of voted claims abstained from voting 0.00% (\$0.00) in dollar amount of voted claims abstained from voting	
Opted Out	0 votes have opted out of the Third Party Releases (i.e., by checking the opt-out box on the ballot)	

13. The following table summarizes the results of Rust Omni's tabulation of timely and properly executed ballots *that were cast by non-insiders only*:

Class 2 – General Unsecured Claims		Result
Ballots Received	23 votes accepted the Plan. 0 votes rejected the Plan.	Accept
Acceptance	100% in number of voted claims accepted the Plan 100% (\$12,842,412.00) in dollar amount of voted claims accepted the Plan	
Rejection	0.00% in number of voted claims accepted the Plan 0.00% (\$0.00) in dollar amount of voted claims rejected the Plan	
Abstention	0.00% in number of voted claims abstained from voting 0.00% (\$0.00) in dollar amount of voted claims abstained from voting	
Opted Out	0 votes have opted out of the Third Party Releases (i.e., by checking the opt-out box on the ballot)	

14. A detailed list of all ballots received that are the subject of this Certification are set forth at **Exhibit A** hereto. Exhibit A lists, *inter alia*, (a) the ballots received by the Voting Deadline (including the one vote that was permitted to be submitted late); (b) the name of each creditor voting; (c) whether such creditor voted to accept or reject the Plan (d) whether such creditor opted out of the Third Party Releases; (e) the amount of such creditor's

claim for tabulation purposes; and (f) in the event a ballot was not counted for failure to comply with the Solicitation Procedures, a summary of the reason(s) why.

15. To the best of my knowledge, information and belief, Rust/Omni complied with all the relevant requirements of the Solicitation Procedures Order, the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure with respect to the solicitation and tabulation of votes on the Plan.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

By: 
Paul M. Deutch
Rust Consulting/Omni Bankruptcy

STATE OF CONNECTICUT
COUNTY OF FAIRFIELD

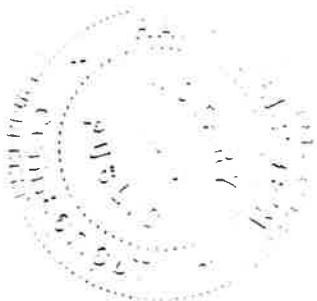
)
) ss: Fairfield
)

Subscribed, sworn to and acknowledged before me by Paul Deutch
on the 1st day of December 2014.


Notary Public

My Commission Expires:

3/31/19



CERTIFICATE OF SERVICE

I hereby certify that on the 1st day of December 2014, notice of filing the Certification of Paul H. Deutch of Rust Consulting/Omni Bankruptcy with Respect to Solicitation and Tabulation of Votes with Respect to the First Amended Chapter 11 Plan of Liquidation of Capital Trust Holdings, Inc. (f/k/a First Mariner Bancorp) Pursuant to Chapter 11 of the Bankruptcy Code (the "Certification") was sent electronically to those parties listed on the docket as being entitled to such electronic notices, and a copy of the Certification was mailed first class, postage prepaid to the following parties: (i) the United States Trustee; (ii) counsel to the Creditors' Committee; (iii) all creditors who are listed on the Debtor's schedules of assets and liabilities and statements of financial affairs (and any amendments thereto) or who have filed a proof of claim; (iv) all equity interest holders; (v) the Securities and Exchange Commission; (vi) the Federal Deposit Insurance Corporation; (vii) the Federal Reserve Bank of Richmond; (viii) the Internal Revenue Service; (ix) those parties who have requested notice of pleadings in this Chapter 11 case pursuant to Bankruptcy Rule 2002; and (x) any other parties listed on the Debtor's creditor matrix as filed in this bankruptcy case.

/s/ Catherine Nownes-Whitaker
Catherine Nownes-Whitaker

EXHIBIT A

Tabulation Report

Capital Trust Holdings, Inc. (f/k/a First Mariner Bancorp)
Case No. 14-11952
Ballot Report

December 1, 2014

1:41:47 PM

Class 2 - General Unsecured Claims

Name of Holder	Date Received	Opt Out	Clt/Sch No.	Tax ID	Amount of Claim	Vote	Tabulated Amount	Insider	Comment
Barry B. Bondroff	11/10/14	N	C22	3464	Contingent	Accept	\$ 1.00	X	Unliquidated claim
Barry B. Bondroff	11/03/10	N	S960	3464	TPS	Accept	500,000.00	X	TPS Claim
Bonnie Klapska	11/24/14	N	C17	1547	Contingent	Accept	\$ 16,250.00		Unliquidated claim
Brian Picker	11/17/14	N	S971		TPS	Accept	250,000.00		TPS Claim
Broadridge	11/26/14	N	Master Ballot		TPS-Master	Accept	140,000.00		Master Ballot
Broadridge	11/26/14	N	Master Ballot		TPS-Master	Accept	260,000.00		Master Ballot
Broadridge	11/26/14	N	Master Ballot		TPS-Master	Accept	1,656,000.00		Master Ballot
Broadridge	11/26/14	N	Master Ballot		TPS-Master	Accept	1,944,000.00		Master Ballot
Curtis Mackinson	11/24/14	N	C19		\$ 11,400.00	Accept	\$ 11,400.00		
Daniel and Amy Gough	11/17/17	N	S963	9943	TPS	Accept	250,000.00		TPS Claim
Edward J. Perry	11/13/14	N	S970	1553	TPS	Accept	250,000.00		Received updated ballot on 11/13/2014
George H. Mantakos	10/31/14	N	C28		Contingent	Accept	\$ 1.00	X	Unliquidated claim
George H. Mantakos & Antoinette M. Mantakos	11/17/14	N	S968		TPS	Accept	500,00.00	X	TPS Claim
Gregory Devou	11/10/14	N	C26		Contingent	Accept	\$ 1.00	X	Unliquidated claim
Gregory Devou	11/10/14	N	S961		TPS	Accept	250,000.00	X	TPS Claim
Hector Torres	11/10/14	N	C32		Contingent	Accept	\$ 1.00	X	Unliquidated claim
Hector Torres	11/10/14	N	S975		TPS	Accept	100,000.00	X	TPS Claim
John Brown III	11/10/14	N	C23	4784	Contingent	Invalid			Duplicate ballot received
John Brown III	11/03/14	N	C23	4784	Contingent	Accept	\$ 1.00		Unliquidated claim
Joseph A. Cicero	11/24/14	N	C25	3766	Contingent	Accept	\$ 1.00		Unliquidated claim
Joshua Johnson	11/24/14	N	C15		\$ 10,500.00	Accept	\$ 10,500.00		
Laird Oskin	11/24/14	N	C20		\$ 15,100.00	Accept	\$ 15,100.00		
Mark A. Keldel	12/01/14	N	C37	6381	\$ 600,000.00	Accept	\$ 600,000.00	X	
Melvin Kabik	11/24/14	N	S965	1119	TPS	Invalid			TPS Claim- No amount included
Michael Schneck	11/03/14	N	S972	797	TPS	Accept	350,000.00		TPS Claim
Michael Robert Watson	11/17/14	N	C33	2063	Contingent	Accept	\$ 1.00	X	Unliquidated claim
Michael R. Watson & Geraldine Watson Ten Ent	11/17/14	N	S977	2063	TPS	Accept	250,000.00	X	TPS Claim
Paul Susie	11/10/14	N	C31		Contingent	Accept	\$ 1.00	X	Unliquidated claim
Robert Burns	11/24/14	N	C18		\$ 22,160.00	Accept	\$ 22,160.00		
Robert L. Caret	11/24/14	N	C24	4751	Contingent	Accept	\$ 1.00	X	Unliquidated claim
Robert L. Caret & Elizabeth Zoltan Ten Ent	11/24/14	N	S967	4751	TPS	Accept	250,000.00	X	TPS Claim
Robert P. Warr	11/24/14	N	S976	0602	TPS	Accept	\$ 500,000.00		TPS Claim
Scott Frankle	11/24/14	N	C16		\$ 17,000.00	Accept	\$ 17,000.00		
Sean Williams	11/17/14	N	S978	0345	TPS	Accept	150,000.00		TPS Claim
Sparrow Creek I, LLC	11/20/14	N	S949		TPS	Accept	175,000.00		TPS Claim
Sparrow Creek II, LLC	11/20/14	N	S950		TPS	Accept	325,000.00		TPS Claim
Sparrow Creek III, LLC	11/20/14	N	S951		TPS	Accept	2,070,000.00		TPS Claim
Sparrow Creek IV, LLC	11/20/14	N	S952		TPS	Accept	2,430,000.00		TPS Claim
The Bank of New York Mellon	11/25/14	N	S955	1102	TPS-Master	Accept	2,000,000.00		Master Ballot

Class 2 - General Unsecured Claims

	Total Valid	Accepted	Rejected	Invalid
# Votes:	37	37	0	2
Vote %:	94.87%	100.00%	0.00%	5.13%
Tabulated Claim Amount	\$15,292,419.00	\$15,292,419.00	\$0.00	
Amount %:	100%	100.00%	0.00%	

Class 2 - General Unsecured Claims (Without Insider Ballots Tabulated)

	Total Valid	Accepted	Rejected	Invalid
# Votes:	23	23	0	2
Vote %:	92.00%	100.00%	0.00%	8.00%
Tabulated Claim Amount	\$12,842,412.00	\$12,842,412.00	\$0.00	
Amount %:	100%	100.00%	0.00%	